

EXHIBIT A

(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 7
)	
JC USA, Inc. d/b/a Jenny Craig, <i>et al.</i> ¹)	Case No. 23-10585 (JKS)
)	
Debtors.)	(Jointly Administered)
)	
)	Related Docket No. _____
)	

**ORDER GRANTING MOTION OF DON A. BESKRONE, CHAPTER 7 TRUSTEE, FOR
AN ORDER AUTHORIZING SALE OF A CERTAIN 2020 CHEVROLET TRAVERSE
FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND
ENCUMBRANCES PURSUANT TO 11 U.S.C. §§ 105, AND 363(b) AND (f)**

Upon consideration of the *Motion* (the “Motion”)² of *Don A. Beskrone, Chapter 7 Trustee*, for an Order Authorizing Sale of A Certain 2020 Chevrolet Traverse Free and Clear of All Liens, Claims, Interests and Encumbrances Pursuant to 11 U.S.C. §§ 105, and 363(b) and (f); and the relief requested in the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested; and the Court having determined that granting the relief requested in the Motion is appropriate; and it appearing that due and adequate notice of the Motion has been given; and the Court having held a hearing with the appearances of interested parties noted in the record of the hearing, and after due deliberation and sufficient cause appearing therefore, it is hereby,

ORDERED, that the Motion is granted as set forth herein;

¹ The Debtors in these cases, along with the last four digits of their federal tax identification numbers, are: JC USA, Inc. (0028), JC Franchising, Inc. (7656), New JC Holdings, Inc. (1506), JC Acquisition, Inc. (2395), JC Inter. Holdings, Inc. (3621) and JC Hold, LLC (4170).

² Capitalized terms not defined herein shall have the meanings given to them in the Motion.

ORDERED, that the sale of the Vehicle to the Purchaser pursuant to the APA is hereby approved; and it is further

ORDERED, that pursuant to 11 U.S.C. §363(f), the Vehicle shall be sold to the Purchaser free and clear of all liens, claims, encumbrances and interests. All such liens, claims, encumbrances and interests, if any, shall transfer and attach to that portion of the sale proceeds payable to the Trustee or the Debtors' estates. With respect to each creditor having or asserting a lien, claim encumbrance or interest, if any, the sale of the Vehicle satisfies one or more the requirements set forth in section 363(f)(1)-(5); and it is further

ORDERED, that the Purchaser of the Vehicle is hereby authorized and directed to pay the purchase price in accordance with the APA on completion of closing, less any deposit, which shall occur within ten (10) business days of the entry of this Order, subject to extension by the Trustee; and it is further

ORDERED, that the Trustee is authorized to execute, deliver, implement and fully perform any and all obligations, instruments, documents and papers and to take any and all actions reasonably necessary to consummate the sale of the Vehicle and perform any and all obligations contemplated in this Order and/or in the APA; and it is further

ORDERED that the proceeds of the sale of the Vehicle shall be property of the Debtors' estates; and it is further

ORDERED, that the sale of the Vehicle as contemplated by the Motion shall be protected by section 363(m) of the Bankruptcy Code in the event this Order is reversed or modified on appeal; and it is further

ORDERED that this Order shall be effective immediately upon entry and without the need for the execution of any further documents; and it is further

ORDERED, that the requirements of Rule 6004(h) are waived and that the closing may occur upon entry of this Order; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of the APA; and it is further

ORDERED, that this Court shall retain jurisdiction over any and all matters arising from or related to the implementation of this Order.